

**BYLAWS
OF
NEW WEST CHARTER SCHOOL**
(A California Nonprofit Public Benefit Corporation)

**ARTICLE I
NAME**

Section 1. **NAME.** The name of this Corporation is New West Charter School.

**ARTICLE II
PRINCIPAL OFFICE OF THE CORPORATION**

Section 1. **PRINCIPAL OFFICE OF THE CORPORATION.** The principal office for the transaction of the activities and affairs of the Corporation is 1905 Armacost Avenue, Los Angeles, State of California. The Board of Directors which shall be known as the Governance Council may change the location of the principal office. Any such change of location must be noted by the Secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 2. **OTHER OFFICES OF THE CORPORATION.** The Governance Council may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

**ARTICLE III
GENERAL AND SPECIFIC PURPOSES; LIMITATIONS**

Section 1. **GENERAL AND SPECIFIC PURPOSES.** The purpose of the Corporation is to manage, operate, guide, direct and promote one or more California public charter schools. Also in the context of these purposes, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation.

The Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE IV
CONSTRUCTION AND DEFINITIONS**

Section 1. CONSTRUCTION AND DEFINITIONS. Unless the context indicates otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, and the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

**ARTICLE V
DEDICATION OF ASSETS**

Section 1. DEDICATION OF ASSETS. The Corporation’s assets are irrevocably dedicated to public benefit purposes as set forth in the charter governing the charter schools operated as or by the Corporation. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Council member or officer of the Corporation. On the winding up and dissolution of this Corporation, after paying or adequately providing for the debts, obligations, and liabilities of the Corporation, the remaining assets of this Corporation shall be distributed to a California public entity engaged in education and/or a non-profit fund, foundation or corporation that is organized and operated exclusively for charitable and educational purposes, which has established its tax-exempt status under Internal Revenue Code section 501(c)(3) (or corresponding provisions of any future federal internal revenue law).

**ARTICLE VI
CORPORATION WITHOUT MEMBERS**

Section 1. CORPORATION WITHOUT MEMBERS. The Corporation shall have no members within the meaning of the Nonprofit Corporation Law.

**ARTICLE VII
GOVERNANCE COUNCIL**

Section 1. GENERAL POWERS. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws, the Corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Governance Council (“ Council”).

Section 2. SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 1 of this article, but subject to the same limitations, the Governance Council shall have the power to:

- a. Appoint and remove, at the pleasure of the Governance Council, all agents and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.
- b. Change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California.
- c. Borrow money and incur indebtedness on the Corporation's behalf and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- d. Adopt and use a corporate seal.

Section 3. DESIGNATED COUNCIL MEMBERS AND TERMS. The number of Council members shall be no less than nine (9) and no more than twelve (12), unless changed by amendments to these bylaws. The Council composition shall include the following representatives:

- **Two to Three Parent Representatives.** The two (2) to three (d3) Parent Representatives are elected from and by parents whose children attend New West.
- **Three Teacher Representatives.** The three (3) Teacher Representatives are elected from and by New West's full-time credentialed teachers.
- **One Staff Employee Representative.** The Staff Employee Representative is elected by New West's full-time non-instructional employees.
- **Two to Four Community Representatives.** The two (2) to four (4) Community Representatives are appointed by majority vote of the Governance Council from volunteers who express an interest in the Charter School, with a preference given to a Founder of New West, as defined by the originally approved charter. These representatives cannot be parents of children attending New West, or employees of the Charter School.
- **Chartering Authority Representative.** The chartering authority has the right to appoint one (1) representative to the Governance Council [EC 47604(c)]. It is the responsibility of the chartering authority to fill this position and notify New West of its choice.

All Council members shall have full voting rights, including any representative appointed by the chartering authority as consistent with Education Code Section 47604(c). If the chartering authority appoints a representative to serve on the Governance Council, the Governance Council may appoint an additional Council member to ensure an odd number of Council members.

Section 4. RESTRICTION ON INTERESTED PERSONS AS COUNCIL MEMBERS. Except as provided in this section, no persons serving on the Governance Council may be interested persons. An interested person is (a) any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise ; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. An employee of the charter school shall not be disqualified from serving as a member of the Governance Council because of that employee's employment status. No more than 49% of the persons serving on the Governance Council may be employees. A Council member who is also an employee of the charter school shall abstain from voting on or influencing or attempting to influence another member of the governing body regarding, all matters uniquely affecting that member's employment. The Council may adopt other policies circumscribing potential conflicts of interest.

Section 5. COUNCIL MEMBERS' TERMS. All Council members, except for the Staff Employee Representative, shall hold office unless otherwise removed from office in accordance with these bylaws for two (2) years and until a successor Council member has been elected or designated and qualified. The Staff Employee Representative shall hold office unless otherwise removed from office in accordance with these bylaws for one (1) year and until a successor Council member has been elected and qualified.

Section 6. NOMINATIONS BY COMMITTEE. The Chairperson or, if none, the President will appoint a committee to designate qualified candidates for appointment to the Governance Council as a Community Representative at least ninety (90) days before the date of any appointment of Council members. The nominating committee shall make its report at least thirty (30) days before the date of such designation or at such other time as the Governance Council may set and the Secretary shall forward to each Council member, with the notice of meeting required by these bylaws, a list of all candidates nominated by committee. However, during a meeting at which Council members are to be designated, any member of the Council may propose additional Council member candidates.

Section 7 . EVENTS CAUSING VACANCIES ON COUNCIL. A vacancy or vacancies on the Governance Council shall occur in the event of (a) the death, resignation, or removal of any Council member; (b) the declaration by resolution of the Governance Council of a vacancy in the office of a Council member who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; or (c) the increase of the authorized number of Council members.

Section 8 . RESIGNATION OF COUNCIL MEMBERS. Except as provided below, any Council member may resign by giving written notice to the Chairperson if any, or to the President, or the Secretary, or to the Council. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. If a Council member's resignation is effective at a later time, the Governance Council may elect a successor to take office as of the date when the resignation becomes effective.

Section 9 . COUNCIL MEMBER MAY NOT RESIGN IF NO COUNCIL MEMBER REMAINS. Except on notice to the California Attorney General, no Council member may resign if the Corporation would be left without a duly elected Council member or Council members.

Section 10 . REMOVAL OF COUNCIL MEMBERS. A Community Representative Council member, may be removed, with or without cause, by the vote of the majority of the members of the entire Governance Council at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and such removal are given in compliance with the provisions of the Ralph M. Brown Act (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code) as said chapter may be modified by subsequent legislation ("Brown Act"). All other Council members may be removed with or without cause by their electing or designating constituency. Any vacancy caused by the removal of a Council designated Council member shall be filled as provided in Section 11 .

Section 11 . VACANCIES FILLED BY COUNCIL. Vacancies on the Governance Council of the Community Representative seats may be filled by approval of the Governance Council or, if the number of Council members then in office is less than a quorum, by (a) the affirmative vote of a majority of the Council members then in office at a regular or special meeting of the Council, or (b) a sole remaining Council member. A vacancy in the seat of all other Council members shall be filled as provided in Section 3.

Section 12 . NO VACANCY ON REDUCTION OF NUMBER OF COUNCIL MEMBERS. Any reduction of the authorized number of Council members shall not result in any Council members being removed before his or her term of office expires.

Section 13 . PLACE OF GOVERNANCE COUNCIL MEETINGS. Meetings shall be held at the principal office of the Corporation unless the Governance Council designates another location in accordance with these bylaws. The Governance Council may also designate that a meeting be held at any place within the physical boundaries of the county in which that charter school or schools are located . All meetings of the Governance Council shall be called, held and conducted in accordance with the terms and provisions of the Brown Act. A two-way teleconference location shall be established at each schoolsite.

Section 14 . MEETINGS; ANNUAL MEETINGS. All meetings of the Governance Council and its committees shall be called, noticed, and held in compliance with the provisions of the Brown Act. The Governance Council shall meet annually for the purpose of organization, appointment of officers, adoption of a regular Council meeting schedule, and the transaction of such other business as may properly be brought before the meeting. This meeting shall be held at a time, date, and place as noticed by the Governance Council in accordance with the Brown

Act.

Section 15 . REGULAR MEETINGS. The Council shall adopt a regular Council meeting schedule at the annual Council meeting. The regular Council meeting schedule may be revised as necessary by the Governance Council. The Board of Directors will meet regularly, between seven to ten times throughout the school year . At least 72 hours before a regular meeting, the Governance Council, or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting.

Section 16 . SPECIAL MEETINGS. Special meetings of the Governance Council for any purpose may be called at any time by the Chairperson , if there is such an officer, or a majority of the Governance Council. If a Chairperson has not been elected then the Vice-Chair person is authorized to call a special meeting in place of the Chairperson . The party calling a special meeting shall determine the place, date, and time thereof.

Section 17 . NOTICE OF SPECIAL MEETINGS. In accordance with the Brown Act, special meetings of the Governance Council may be held only after twenty-four (24) hours notice is given to the public through the posting of an agenda. Council members shall also receive at least twenty-four (24) hours notice of the special meeting, in the following manner:

- a. Any such notice shall be addressed or delivered to each Council member at the Council member's address as it is shown on the records of the Corporation, or as may have been given to the Corporation by the Council member for purposes of notice, or, if an address is not shown on the Corporation's records or is not readily ascertainable, at the place at which the meetings of the Governance Council are regularly held.
- b. Notice by mail shall be deemed received at the time a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.

The notice of special meeting shall state the time of the meeting, the place , and the general nature of the business proposed to be transacted at the meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 18 . QUORUM. A majority of the Council members then in office shall constitute a quorum. All acts or decisions of the Governance Council will be by majority vote of the Council members in attendance, based upon the presence of a quorum. Should there be less than a majority of the Council members present at the inception of any meeting, the meeting shall be adjourned. Council members may not vote by proxy. The vote or abstention of each Council member present for each action taken shall be publicly reported.

Section 19 . TELECONFERENCE MEETINGS¹. Members of the Governance Council may participate in teleconference meetings so long as all of the following requirements in the Brown Act are complied with:

- a. At a minimum, a quorum of the members of the Governance Council shall participate in the teleconference meeting from locations within the physical boundaries of the county in which that charter school or schools are located ;
- b. All votes taken during a teleconference meeting shall be by roll call;
- c. If the Governance Council elects to use teleconferencing, it shall post agendas at all teleconference locations with each teleconference location being identified in the notice and agenda of the meeting;
- d. All locations where a member of the Governance Council participates in a meeting via teleconference must be fully accessible to members of the public, shall be listed on the agenda and members of the public shall be provided with an opportunity to address the Governance Council directly at each teleconference location;²
- e. Members of the public must be able to hear what is said during the meeting ;
and
- f. Members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.³

Section 20 . ADJOURNMENT. A majority of the Council members present, whether or not a quorum is present, may adjourn any Governance Council meeting to another time or place. Notice of such adjournment to another time or place shall be given, prior to the time scheduled for the continuation of the meeting, to the Council members who were not present at the time of the adjournment, and to the public in the manner prescribed by the Brown Act.

Section 21 . COMPENSATION AND REIMBURSEMENT. Council members may not receive compensation for their services as Council members or officers, only such reimbursement of expenses as the Governance Council may establish by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

¹ Pursuant to Government Code Section 54953, the Corporation may use teleconferencing without complying with the requirements of paragraphs (a), (c), and (d) if the Corporation complies with the requirements of Section 54953(e).

² This means that members of the Board of Directors who choose to utilize their homes or offices as teleconference locations must open these locations to the public and accommodate any members of the public who wish to attend the meeting at that location.

³ The Brown Act prohibits requiring members of the public to provide their names as a condition of attendance at the meeting.

Section 22 . CREATION AND POWERS OF COMMITTEES. The Council, by resolution adopted by a majority of the Council members then in office, may create one or more committees of the Council, each consisting of two or more Council members and no one who is not a Council member, to serve at the pleasure of the Council. Appointments to committees of the Governance Council shall be by majority vote of the Council members then in office. The Governance Council may appoint one or more Council members as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Council, to the extent provided in the Governance Council' resolution, except that no committee may:

- a. Fill vacancies on the Governance Council or any committee of the Council;
- b. Amend or repeal bylaws or adopt new bylaws;
- c. Amend or repeal any resolution of the Governance Council that by its express terms is not so amendable or subject to repeal;
- d. Create any other committees of the Governance Council or appoint the members of committees of the Council;

The Council may also create one or more advisory committees composed of Council members and non-Council members. It is the intent of the Council to encourage the participation and involvement of faculty, staff, parents, students and administrators through attending and participating in open committee meetings. The Council may establish, by resolution adopted by a majority of the Council members then in office, advisory committees to serve at the pleasure of the Council.

Section 23 . MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees of the Governance Council shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other Governance Council' actions, and the Brown Act, if applicable, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Governance Council' resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Governance Council may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Governance Council has not adopted rules, the committee may do so.

Section 24 . NON-LIABILITY OF COUNCIL MEMBERS. No Council member shall be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 25 . COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS. The Charter School and the Governance Council shall comply with all applicable provisions of the Family Education Rights Privacy Act ("FERPA") as set forth in Title 20 of the United States Code Section 1232g and attendant regulations as they may be amended from time to time.

OFFICERS OF THE CORPORATION

Section 1. OFFICES HELD. The officers of the Corporation shall be a President, a Secretary, and a Chief Financial Officer. The Corporation, at the Council's direction, may also have a Chairperson and a Vice-Chairperson. The officers, in addition to the corporate duties set forth in this Article VIII, shall also have administrative duties as set forth in any applicable contract for employment or job specification.

Section 2. DUPLICATION OF OFFICE HOLDERS. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chairperson .

Section 3. ELECTION OF OFFICERS. The officers of the Corporation shall be chosen annually by the Governance Council and shall serve at the pleasure of the Council, subject to the rights of any officer under any employment contract.

Section 4. REMOVAL OF OFFICERS. Without prejudice to the rights of any officer under an employment contract, the Governance Council may remove any officer with or without cause.

Section 5. RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the Council. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the officer is a party.

Section 6. VACANCIES IN OFFICE. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 7. CHAIRPERSON . If a Chairperson is elected, he or she shall preside at the Governance Council' meetings and shall exercise and perform such other powers and duties as the Governance Council may assign from time to time. If a Chairperson of the Governance Council is elected, there shall also be a Vice- Chairperson . In the absence of the Chairperson, the Vice- Chairperson shall preside at Governance Council meetings and shall exercise and perform such other powers and duties as the Governance Council may assign from time to time.

Section 8. PRESIDENT. The President, also known as the Principal/Executive Director, shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers as fully described in any applicable employment contract, agreement, or job specification. The President shall have such other powers and duties as the Governance Council or the bylaws may require.

Section 9. SECRETARY. The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Governance Council may direct, a book of minutes of all meetings, proceedings, and actions of the Council and of committees of the Council. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, special, or emergency and, if special or emergency, how authorized; the notice given; the names of the Council members present at Governance Council and committee meetings; and the vote or abstention of each Council member present for each action taken.

The Secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Council and of committees of the Governance Council that these bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Governance Council or the bylaws may require.

Section 10. CHIEF FINANCIAL OFFICER. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to Council members such financial statements and reports as are required to be given by law, by these bylaws, or by the Council. The books of account shall be open to inspection by any Council member at all reasonable times.

The Chief Financial Officer shall (a) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Governance Council may designate; (b) disburse the Corporation's funds as the Governance Council may order; (c) render to the President, Chairperson, if any, and the Council, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation; and (d) have such other powers and perform such other duties as the Council, contract, job specification, or the bylaws may require.

If required by the Council, the Chief Financial Officer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Governance Council for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Chief Financial Officer on his or her death, resignation, retirement, or removal from office.

ARTICLE IX CONTRACTS WITH COUNCIL MEMBERS

Section 1. CONTRACTS WITH COUNCIL MEMBERS. The Corporation shall not enter into a contract or transaction in which a Council member directly or indirectly has a material financial interest (nor shall the Corporation enter into any contract or transaction with any other corporation, firm, association, or other entity in which one or more of the Corporation's

Council members are directors and have a material financial interest). Pursuant to Education Code section 47604.1, notwithstanding Article 4 (commencing with Section 1090) of Chapter 1 of Division 4 of Title 1 of the Government Code, an employee of a charter school shall not be disqualified from serving as a member of the governing body of the charter school because of that employee's employment status. A member of the governing body of a charter school who is also an employee of the charter school shall abstain from voting on, or influencing or attempting to influence another member of the governing body regarding, all matters uniquely affecting that member's employment.

ARTICLE X
CONTRACTS WITH NON- COUNCIL MEMBER DESIGNATED EMPLOYEES

Section 1. **CONTRACTS WITH NON- COUNCIL MEMBER DESIGNATED EMPLOYEES.** The Corporation shall not enter into a contract or transaction in which a non-Council member designated employee (e.g., officers and other key decision-making employees) directly or indirectly has a material financial interest unless all of the requirements in the Corporation's Conflict of Interest Code have been fulfilled.

ARTICLE XI
LOANS TO COUNCIL MEMBERS AND OFFICERS

Section 1. **LOANS TO COUNCIL MEMBERS AND OFFICERS.** The Corporation shall not lend any money or property to or guarantee the obligation of any Council member or officer; provided, however, the Corporation may advance money to a Council member or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Council member or officer would be entitled to reimbursement for such expenses of the Corporation.

ARTICLE XII
INDEMNIFICATION

Section 1. **INDEMNIFICATION.** To the fullest extent permitted by law, the Corporation shall indemnify its Council members, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Governance Council by any person seeking indemnification under Corporations Code Section 5238 (b) or Section 5238 (c) the Governance Council shall promptly decide under Corporations Code Section 5238 (e) whether the applicable standard of conduct set forth in Corporations Code Section 5238 (b) or Section 5238 (c) has been met and, if so, the Governance Council shall authorize indemnification.

**ARTICLE XIII
INSURANCE**

Section 1. INSURANCE. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Council members, officers, employees, and other agents, to cover any liability asserted against or incurred by any Council member, officer, employee, or agent in such capacity or arising from the Council member's, officer's, employee's, or agent's status as such.

**ARTICLE XIV
MAINTENANCE OF CORPORATE RECORDS**

Section 1. MAINTENANCE OF CORPORATE RECORDS. The Corporation shall keep:

- a. Adequate and correct books and records of account;
- b. Written minutes of the proceedings of the Council and committees of the Council; and
- c. Such reports and records as required by law.

**ARTICLE XV
INSPECTION RIGHTS**

Section 1. COUNCIL MEMBERS' RIGHT TO INSPECT. Every Council member shall have the right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary, as permitted by California and federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law (e.g., restrictions on the release of educational records under FERPA) pertaining to access to books, records, and documents. The inspection may be made in person or by the Council member's agent or attorney. The right of inspection includes the right to copy and make extracts of documents as permitted by California and federal law.

Section 2. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS. The Corporation shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the Council members at all reasonable times during office hours.

**ARTICLE XVI
REQUIRED REPORTS**

Section 1. ANNUAL REPORTS. The Governance Council shall cause an annual report to be sent to itself (the members of the Governance Council) within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- a. The assets and liabilities, including the trust funds, or the Corporation as of the end of the fiscal year;

- b. The principal changes in assets and liabilities, including trust funds;
- c. The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- d. The Corporation's expenses or disbursement for both general and restricted purposes;
- e. Any information required under these bylaws; and
- f. An independent accountant's report or, if none, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

Section 2. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. The Corporation shall comply with Corporations Code Section 6322.

ARTICLE XVII BYLAW AMENDMENTS

Section 1. BYLAW AMENDMENTS. The Governance Council may adopt, amend or repeal any of these bylaws by a majority vote of the Council members present at a meeting duly held at which a quorum is present, except that no amendment shall change any provisions of any charter governing any charter school operated as or by the Corporation or make any provisions of these bylaws inconsistent with such charter, the Corporation's articles of incorporation, or any laws.

ARTICLE XVIII FISCAL YEAR

Section 1. FISCAL YEAR OF THE CORPORATION. The fiscal year of the Corporation shall begin on July 1st and end on June 30th of each year.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the New West Charter School, a California nonprofit public benefit corporation; that these bylaws, consisting of 14 pages, are the bylaws of the Corporation as adopted by the Governance Council on May 10, 2023; and that these bylaws have not been amended or modified since that date.

Executed on May 10, 2023 at Los Angeles, California.



Kizmet White, Secretary

